

Wright Stephen C
 Form 4
 July 01, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Wright Stephen C

2. Issuer Name and Ticker or Trading Symbol
 AeroVironment Inc [AVAV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 06/30/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP of Finance, CFO

C/O AEROVIRONMENT, INC., 181 W. HUNTINGTON DRIVE, SUITE 202

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MONROVIA, CA 91016

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	06/30/2008		S ⁽¹⁾	200	D \$ 27.61	3,505	D
Common Stock	06/30/2008		S ⁽¹⁾	100	D \$ 27.64	3,405	D
Common Stock	06/30/2008		S ⁽¹⁾	100	D \$ 27.665	3,305	D
Common Stock	06/30/2008		S ⁽¹⁾	100	D \$ 27.7	3,205	D
Common Stock	06/30/2008		S ⁽¹⁾	300	D \$ 27.72	2,905	D

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Common Stock	06/30/2008	<u>S(1)</u>	905	D	\$ 27.74	2,000	D
Common Stock	06/30/2008	<u>S(1)</u>	200	D	\$ 27.79	1,800	D
Common Stock	06/30/2008	<u>S(1)</u>	900	D	\$ 27.8	900	D
Common Stock	06/30/2008	<u>S(1)</u>	500	D	\$ 27.81	400	D
Common Stock	06/30/2008	<u>S(1)</u>	100	D	\$ 27.86	300	D
Common Stock	06/30/2008	<u>S(1)</u>	100	D	\$ 28.06	200	D
Common Stock	06/30/2008	<u>S(1)</u>	200	D	\$ 28.1	0	D
Common Stock	07/01/2008	<u>M(1)</u>	10,152	A	\$ 0.637	10,152	D
Common Stock	07/01/2008	<u>M(1)</u>	7,038	A	\$ 0.781	17,190	D
Common Stock	07/01/2008	<u>S(1)</u>	100	D	\$ 26.38	17,090	D
Common Stock	07/01/2008	<u>S(1)</u>	300	D	\$ 26.39	16,790	D
Common Stock	07/01/2008	<u>S(1)</u>	100	D	\$ 26.4	16,690	D
Common Stock	07/01/2008	<u>S(1)</u>	701	D	\$ 26.41	15,989	D
Common Stock	07/01/2008	<u>S(1)</u>	200	D	\$ 26.42	15,789	D
Common Stock	07/01/2008	<u>S(1)</u>	200	D	\$ 26.44	15,589	D
Common Stock	07/01/2008	<u>S(1)</u>	100	D	\$ 26.46	15,489	D
Common Stock	07/01/2008	<u>S(1)</u>	300	D	\$ 26.52	15,189	D
Common Stock	07/01/2008	<u>S(1)</u>	501	D	\$ 26.53	14,688	D
Common Stock	07/01/2008	<u>S(1)</u>	100	D	\$ 26.54	14,588	D
Common Stock	07/01/2008	<u>S(1)</u>	499	D	\$ 26.56	14,089	D
	07/01/2008	<u>S(1)</u>	100	D	\$ 26.57	13,989	D

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Common Stock							
Common Stock	07/01/2008	S ⁽¹⁾	200	D	\$ 26.6	13,789	D
Common Stock	07/01/2008	S ⁽¹⁾	308	D	\$ 26.61	13,481	D
Common Stock	07/01/2008	S ⁽¹⁾	200	D	\$ 26.68	13,281	D
Common Stock	07/01/2008	S ⁽¹⁾	100	D	\$ 26.7	13,181	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Options (Right to Purchase)	\$ 0.637	07/01/2008		M ⁽¹⁾		⁽²⁾	10/15/2012	Common Stock	10,152
Stock Options (Right to Purchase)	\$ 0.781	07/01/2008		M ⁽¹⁾		⁽³⁾	06/29/2014	Common Stock	7,038

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wright Stephen C C/O AEROVIRONMENT, INC.			VP of Finance, CFO	

181 W. HUNTINGTON DRIVE, SUITE 202
MONROVIA, CA 91016

Signatures

/s/ Marco Quihuis,
Attorney-in-Fact

07/01/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Stephen C. Wright on March 10, 2008.
- (2) The options vest in five equal annual installments beginning one year from October 15, 2002.
- (3) The options vest in five equal annual installments beginning one year from June 29, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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